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Florida Department of State
Division of Corporations
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2004 JUL -9 A 10: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(((H04000143011 3)))

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

RECEIVED
04 JUL 12 AM 8:30
DIVISION OF CORPORATE

FLORIDA LIMITED PARTNERSHIP

KRW MEDICAL OFFICE BUILDING PORTFOLIO LIMITED PARTNE

| | |
|-----------------------|------------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$1,846.25 |

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NO40001430113

2004 JUL -9 A 10:25

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KRW MEDICAL OFFICE BUILDING PORTFOLIO LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1988) as set forth in Chapter 620, Part I, Florida Statutes, and hereby states the following:

1. The name of the limited partnership is KRW Medical Office Building Portfolio Limited Partnership (the "Partnership").
2. The address of the principal office and the mailing address of the Partnership is 1226 North Tamiami Trail, #100, Sarasota, Florida 34236.
3. The name and street address of the general partner of the Partnership is Roskamp Management Company, LLC, a Delaware limited liability company, having Florida registration number M98000000875, 1226 North Tamiami Trail, #100, Sarasota, Florida 34236.
4. The name and street address of the registered agent for service of process on the Partnership in Florida is James Corbett, 1226 North Tamiami Trail, #100, Sarasota, Florida 34236.
5. The Partnership's existence shall begin at the date and time this Certificate of Limited Partnership is filed, as evidenced by the Department of State's date and time endorsement.
6. The latest date upon which the Partnership is to be dissolved is December 31, 2099.

Under penalties of perjury, I declare that I have read the foregoing, and know the contents thereof, and that the facts stated herein are true and correct.

Signed this 9 day of July 2004.

GENERAL PARTNER:

ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company

By: Robert G. Roskamp, Its Manager

Having been named as registered agent for KRW Medical Office Building Portfolio Limited Partnership, a limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

James Corbett
Registered Agent

NO40001430113

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KRW MEDICAL OFFICE BUILDING PORTFOLIO LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

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2004 JUL -9 A 10:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, Florida Statutes, and hereby states the following:

1. The name of the limited partnership is KRW Medical Office Building Portfolio Limited Partnership (the "Partnership").
2. The address of the principal office and the mailing address of the Partnership is 1226 North Tamiami Trail, #100, Sarasota, Florida 34236.
3. The name and street address of the general partner of the Partnership is Roskamp Management Company, LLC, a Delaware limited liability company, having Florida registration number M98000000975, 1226 North Tamiami Trail, #100, Sarasota, Florida 34236.
4. The name and street address of the registered agent for service of process on the Partnership in Florida is James Corbett, 1226 North Tamiami Trail, #100, Sarasota, Florida 34236.
5. The Partnership's existence shall begin at the date and time this Certificate of Limited Partnership is filed, as evidenced by the Department of State's date and time endorsement.
6. The latest date upon which the Partnership is to be dissolved is December 31, 2099.

Under penalties of perjury, I declare that I have read the foregoing, and know the contents thereof, and that the facts stated herein are true and correct.

Signed this 8 day of July 2004.

GENERAL PARTNER:

ROSKAMP MANAGEMENT COMPANY, LLC,
a Delaware limited liability company

By: Robert G. Roskamp
Robert G. Roskamp, its Manager

Having been named as registered agent for KRW Medical Office Building Portfolio Limited Partnership, a limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

James Corbett
Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
KRW MEDICAL OFFICE BUILDING PORTFOLIO LIMITED PARTNERSHIP**

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The undersigned, the sole general partner of KRW Medical Office Building Portfolio Limited Partnership, Florida limited partnership, certifies:

The amount of the capital contributions of the limited and general partners to date is \$3,500,000.

The total amount contributed and anticipated to be contributed by the limited and general partners at this time is \$50,000,000.

Signed this 3 day of July 2004.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

ROSKAMP MANAGEMENT COMPANY, LLC, a
Delaware limited liability company

By:

Robert G. Roskamp
Robert G. Roskamp, its Manager

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